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TELECOPY COVER SHEET

TO: Mr. Brewster Kahle ON: May 8, 1995 at \_\_\_\_\_  
(Date) (Time)  
FIRM: WAIS, Inc. CLIENT NO.: 15123.000  
CITY/STATE: San Francisco, CA CLIENT NAME: WAIS, Inc.  
OFFICE #: 415-356-5400 WSGR OPERATOR: \_\_\_\_\_

TELECOPY #: <u>415-356-5444</u>	ATTENTION: NOTIFY RECIPIENT
ATTENTION: <u>USE THIS FAX NO. ONLY</u>	BEFORE SENDING

FROM: Allen L. Morgan Ext. 4673 LOCATION: PC 1-1

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MESSAGE:

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**WRITTEN CONSENT OF**  
**THE SHAREHOLDERS OF**  
**WIDE AREA INFORMATION SERVERS, INC.**  
**a California corporation**

The undersigned, constituting the sole shareholder of the capital stock of Wide Area Information Servers, Inc., a California corporation (the "Company"), hereby adopts the following resolutions by such shareholder's written consent pursuant to Section 603 of the California Corporations Code and Article X, Section 10.10 of the Bylaws of the Company:

**AMENDED AND RESTATED BYLAWS**

**RESOLVED:** That the Bylaws of this corporation be, and hereby are, amended to provide for a Board of Directors consisting of four (4) authorized seats.

**ELECTION OF DIRECTORS**

**RESOLVED:** That John Duhring, Bruce Gilliat and Nicholas Scharf be, and hereby are, elected as members of the Board of Directors of this corporation, effective immediately.

**RESOLVED FURTHER:** That all actions taken to date by all prior boards of directors be, and hereby are, ratified, approved and adopted as the valid acts of this corporation.

[This space intentionally left blank.]

This Unanimous Written Consent may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument. This Written Consent shall be effective as of May 1, 1995.

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(Signature of Shareholder)

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(Print name of Shareholder)